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FLORIDA NON-PROFIT CORPORATION

LAKE MARY HIGH SCHOOL BAND BOOSTERS ASSOCIATION, INC

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**ARTICLES OF INCORPORATION  
OF  
LAKE MARY HIGH SCHOOL BAND BOOSTERS ASSOCIATION, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, Chapter 617 Florida Statutes (2005), as amended, hereby certifies and adopts the following Articles of Incorporation:

**ARTICLE I  
Name and Principal Place of Business**

The name of this Corporation shall be Lake Mary High School Band Boosters Association, Inc., and its principal place of business and mailing address shall be 655 Longwood-Lake Mary Road, Lake Mary, Florida 32746.

**ARTICLE II  
Term**

This Corporation shall commence corporate existence on the date of filing of its Articles of Incorporation, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III  
General Purpose; General Powers**

The purpose for which this Corporation is organized is to assist the Principal, Band and Auxiliary Directors of Lake Mary High School; to encourage and inspire whole-hearted interest in Lake Mary High School Band and auxiliary activities; and to provide financial assistance for functioning band and auxiliary groups as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code") of 1986, as amended, not for pecuniary profit, having powers to perform the following activities for that purpose:

A. To operate a band boosters association and all matters incidental thereto, including, but not limited to, coordinating parent supervision for band functions, maintaining a history of the growth and activities of Lake Mary High School Band and Auxiliary Groups, preparing and distributing information via a newsletter and/or website pertaining to band activities, maintaining an inventory of uniforms, supervising issuance of uniforms and assuring proper care and storage of uniforms throughout the school term, coordinating alumni activities, promoting activities of the band and special events, the raising, collection and disbursement of funds in connection with the foregoing; and

B. To carry on any and all lawful activities permitted to a corporation not for profit under the laws of the State of Florida, except as otherwise provided herein. This Corporation shall have all of the powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law, including without limitation all powers necessary or convenient to effect the purpose for which the Corporation is organized, unless otherwise specifically provided herein.

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C. The Corporation shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in this Article III.

D. The Corporation shall have no power to engage directly or indirectly in any activity which would invalidate its status as: (1) a corporation organized under Section 501(c)(3) of the Code, exempt from taxation under Section 501(a) of the Code; or (2) a corporation, contributions to which are deductible under Sections 170, 2055 and 2522 of the Code.

E. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office and no substantial part of its activities shall include carrying on propaganda or otherwise attempting to influence legislation.

**ARTICLE IV**  
**Members**

The qualifications for members and the manner of their admission and expulsion shall be as set forth in the Bylaws. The Corporation shall have no capital stock and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.. If, for any reason, the Corporation shall be dissolved, all income and assets shall be distributed to Lake Mary High School or to such other organization described in Section 501(c)(3) of the Code as may be approved by the Board of Directors.

**ARTICLE V**  
**Registered Office and Registered Agent**

The street address of the registered office of this Corporation is 655 Longwood-Lake Mary Road, Lake Mary, Florida 32746, and the name of the registered agent of this Corporation at that address is Mr. Boyd Karns.

**ARTICLE VI**  
**Manner of Election of Board of Directors**

The number and manner of electing Directors of this Corporation shall be set forth from time to time in the bylaws of the Corporation, provided however, the number of Directors shall be at least three (3) at all times. Any Director or the entire Board may be removed from office with or without cause by a majority of the Members.

**ARTICLE IX**  
**Indemnification**

To the full extent permitted by the Florida Not For Profit Corporation Act, the personal liability of a director of the Corporation, and its Members, if any, shall be eliminated and the Corporation shall indemnify any person made a party to any proceeding by reason of the fact that he or she is, or was, a director against judgment, penalties, fines, settlements and reasonable expenses actually incurred by him or her in connection with such proceeding. Provided, however, that the Corporation shall neither indemnify a director, nor shall the director's liability be eliminated for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money,

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property or services to which the director is not legally entitled. The Corporation shall also indemnify any officer, trustee, agent or employee who is, or was, not a director, to the same extent, and with the same limitations, that the Corporation is authorized to indemnify directors. The Board of Directors may, from time to time, approve by general or specific action of the Board, or by contract, the indemnification of any other person which the Corporation has the power to indemnify under the Act. The indemnification provided by this article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

**ARTICLE X**  
**Private Foundation Status**

If this Corporation is a private foundation as defined in Section 509 of the Code, then the balance of this article shall apply. The Corporation shall be prohibited from:

- A. Engaging in any act of "self dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941 (a) of the Code;
- B. Retaining any "excess business holdings" (as defined in Section 4943(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;
- C. Making any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and
- D. Making any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

The corporation shall be required to distribute, for the purposes specified herein, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

**ARTICLE XI**  
**Incorporator**

The name and address of the incorporator is:

Mrs. Ginger Flynn  
292 Bald Eagle Run  
Lake Mary, FL 32746

IN WITNESS WHEREOF, the incorporator has signed these Articles this 11<sup>TH</sup> day of JULY, 2005.

  
\_\_\_\_\_  
Ginger Flynn, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 617.0501 and 617.0502, Florida Statutes, the following is submitted:

Lake Mary High School Band Boosters Association, Inc. ("Corporation"), a domestic not for profit corporation existing under the laws of the State of Florida, with its principal place of business at 655 Longwood-Lake Mary Road, Lake Mary, Florida 32746, has named and designated Mr. Boyd Karns, with his registered office located at 655 Longwood-Lake Mary Road, Lake Mary, Florida 32746, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent for the Association named above at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0503, Florida Statutes, as the same may apply to the Association; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Association relating to the proper and complete performance of my duties as Registered Agent.

Dated this 12<sup>th</sup> day of July, 2005.

  
\_\_\_\_\_  
Boyd Karns, Registered Agent

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